

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In Re:	)	
	)	Chapter 11
	)	
CORE SCIENTIFIC, INC., <i>et al</i> ,	)	Case No. 22-90341
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

**HARLIN DEAN'S RESPONSE TO DEBTORS' FIRST OMNIBUS CLAIMS  
OBJECTION TO CERTAIN (I) AMENDED CLAIMS; (II) EXACT DUPLICATIVE CLAIMS; (III) BENEFICIAL  
BONDHOLDER DUPLICATIVE CLAIMS; (IV) MULTIPLE DEBTOR CLAIMS; (V) WRONG DEBTOR CLAIMS;  
(VI) LATE FILED CLAIMS; (VII) INSUFFICIENT DOCUMENTATION CLAIMS; (VIII) EQUITY CLAIMS; AND (IX)  
RECLASSIFIED CLAIMS (BASED ON PRIORITY)(DOCKET NO. 1460)**

Harlin Dean hereby files this *Response to Debtors' First Omnibus Claims Objection* filed at Docket No. 1460 (the "Core Objection") filed by Core Scientific Operating Company f/k/a Core Scientific Inc. and its debtor affiliates (collectively, "Core") in respect of Mr. Dean's Proof of Claim Nos. 364 and 383 as follows:

1. The Core Objection seeks to disallow Mr. Dean's Proof of Claim No. 383 as a "redundant" claim to Mr. Dean's Proof of Claim Number 364. The Core Objection should be overruled for several reasons. First, Core has previously objected to Mr. Dean's Proofs of Claim at Docket No. 1246, Mr. Dean has responded to that objection at Docket No. 1339, and filed a Motion for Summary Judgment at Docket No. 1340, which is still pending. Under the rules governing contested matters, Core should seek to assert any additional objections in that contested matter (subject to objection by Mr. Dean), rather than force Mr. Dean to play whack-a-mole by reviewing and responding to separate one-off claim objections, especially omnibus objections where Mr. Dean's name is buried on schedules of hundreds of claimants.

2. Second, the objection as a duplicate claim should be overruled because Mr. Dean does have separate claims against different Debtor entities. As discussed in detail in the summary judgment materials related to Mr. Dean's claim, which are incorporated as if set forth fully herein, Mr. Dean was

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

employed by Blockcap, Inc. and, in connection with his employment, entered into an employment agreement and three equity award agreements with Blockcap pursuant to which Blockcap issued shares of Blockcap common stock and stock options to acquire Blockcap common stock to Mr. Dean.

3. Blockcap was subsequently acquired by Core Scientific Holding Co. (“Core Holdings”) in July 2021 through a merger transaction in which Blockcap became a wholly-owned subsidiary of Core Holdings. As a result of this merger, Core Holdings issued shares of its common stock to Mr. Dean to replace his shares in Blockcap and Core Holdings also assumed the stock options issued to Mr. Dean by Blockcap. Mr. Dean continued as an employee of Blockcap after this transaction and Blockcap continued to be the party to Mr. Dean’s employment agreement and equity grant agreements.

4. Core Holdings was acquired by Power & Digital Infrastructure Acquisition Corp. (“XPDI”) in January 2022 (the “De-SPAC Transaction”) through a merger in which Core Holdings became a wholly-owned subsidiary of XPDI. As a result of this merger, XPDI issued shares of its Class A common stock to Mr. Dean to replace his shares in Core Holdings. and XPDI assumed Mr. Dean’s stock options which were previously assumed by Core Holdings. Following the De-SPAC transactions, XPDI’s name changed to Core Scientific Inc. (“Core”) and Blockcap’s name changed to Core Scientific Acquired Mining LLC (“Acquired Mining”). Mr. Dean continued as an employee of Acquired Mining after this transaction and Acquired Mining continued to be the party to Mr. Dean’s employment agreement and equity grant agreements.

5. Core and Acquired Mining failed to comply with Mr. Dean’s employment agreements and equity award agreements resulting in Mr. Dean filing a lawsuit against Core and Acquired Mining. Following the filing of this bankruptcy proceeding, Mr. Dean filed Proof of Claim No. 383 against Acquired Mining as the counter-party to Mr. Dean’s employment agreement and equity award agreements and Proof of Claim No. 364 against Core as the issuer of the stock and stock options granted to Mr. Dean under his equity award agreements.

6. In addition to the above, Mr. Dean objects to the extent the Core Objection seeks to vary the respective burdens and obligations of the parties under the Federal Rules of Bankruptcy Procedure, including Federal Rule of Bankruptcy Procedure 3007. Mr. Dean further denies that the Core Objection contains sufficient specific factual basis relative to Mr. Dean’s Proofs of Claim to rebut the prima facie validity of these separate claims.

Wherefore, having answered, Mr. Dean respectfully requests that the Court enter an Order overruling the Core Objection, and allowing his claims No. 363 and 384, as well as all further relief, general or special, at law or in equity, to which Mr. Dean may be rightfully entitled.

Respectfully submitted,

/s/ Hudson M. Jobe

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**ATTORNEYS FOR HARLIN DEAN**

**CERTIFICATE OF SERVICE**

I hereby certify that on December 22, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Hudson M. Jobe

Hudson M. Jobe